

# **EXHIBIT I**

FILED  
MAY 29 2020  
BIG VALLEY RANCHERIA

RESOLUTION NO. 05-28-2020-05

**BIG VALLEY BAND OF POMO INDIANS OF THE BIG VALLEY RANCHERIA**

**A RESOLUTION APPROVING AND ADOPTING THE ARTICLES OF  
ORGANIZATION AND THE OPERATING AGREEMENT OF PEAK  
SERVICING, LLC**

**WHEREAS,** the Big Valley Band of Pomo Indians of the Big Valley Rancheria (the “Tribe”) is a federally recognized Indian tribe, with the inherent sovereignty to make its own laws, and be governed by them; and

**WHEREAS,** the Tribe is governed pursuant to a Constitution and Bylaws (the “Constitution”) approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934; and

**WHEREAS,** the elected officers comprise the Tribal Business Committee with such powers as are delegated to it by the General Community Council; and

**WHEREAS,** the Tribal Business Committee has the authority to manage economic affairs and enterprises, pursuant to Article IV, Section 1(e) and Section 1(g) of the Constitution and General Community Council Resolution 030197-4; and

**WHEREAS,** the Tribal Business Committee is establishing the Articles of Organization of Peak Servicing, LLC with two principal reasons in mind, i) the generation of revenue to fund tribal governmental programs and activities; and ii) the creation of employment options for Tribal Members; and

**WHEREAS,** Peak Servicing, LLC will be 100% owned and operated by the Tribe; and

**WHEREAS,** the Tribal Business Committee, through the enactment of the Operating Agreement, desires to move the operations of Peak Servicing, LLC away from the political sphere of Tribal government, thus shielding it somewhat from political influences and disputes, which is often referred to in tribal contexts as “separating business and politics” and is a concept that the Tribe has embraced and is consistent with the Harvard model of economic development; and

**WHEREAS,** the Tribal Business Committee, in order to appoint a governing board that has relevant expertise in the lending and e-commerce expertise that may not be present within the Tribal government, and in order to preserve and protect the short and long term viability of Peak Servicing, LLC, hereby requires that at least four (4) of the eight (8) Peak Servicing, LLC Board of Managers shall be identified and maintained by Kraken Holdings, LLC (the “Kraken Board Members”); and

**WHEREAS,** by requiring four (4) Kraken Board Members the Tribe is guaranteeing the seamless transition from the company moving from Kraken Holdings, LLC to the Tribe, and ensuring at a minimum the status quo of business operations, company morale, and

effective management; and

**WHEREAS,** the Tribal Business Committee recognizes that Peak Servicing, LLC is in a novel and new industry, and the Tribe currently lacks skilled, experienced personnel to staff positions of Peak Servicing, LLC, and therefore, the Tribal Business Committee hereby instructs the Board of Managers to recruit and train Tribal Members to learn the business, develop expertise and, if capable, take on management responsibilities over time; and

**WHEREAS,** the Tribal Business Committee is creating Peak Servicing, LLC, as a separate entity with the specific intent to protect the Tribe's non-Peak Servicing assets and revenues from the claims of creditors of Peak Servicing, LLC, in the same way that the owners of a limited liability companies established under state law are shielded from the claims of that limited liability company's creditors; and

**WHEREAS,** The Tribal Business Committee hereby provides Peak Servicing, LLC with all attributes of the Tribe's sovereign immunity and additionally provides Peak Servicing, LLC the power to waive such sovereign immunity from suit and allow consent to suit against it, to the extent necessary for Peak Servicing, LLC to conduct its business operations, without exposing the Tribe itself to suit; and

**WHEREAS,** the Tribal Business Committee has reviewed the attached Articles of Organization of Peak Servicing, LLC and the attached Operating Agreement of Peak Servicing, LLC and believes it is in the best interest of the Tribe to approve and adopt them both to support the Tribe's economic development and self-determination to i) generate badly needed revenues for Tribal government purposes, and ii) provide badly needed jobs for Tribal members; and

**NOW, THEREFORE, BE IT RESOLVED** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby approves and adopts the attached Peak Servicing, LLC Articles of Organization; and

**BE IT FURTHER RESOLVED** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby approves and adopts the attached Peak Servicing, LLC Operating Agreement; and

**BE IT FURTHER RESOLVED** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby appoints the following persons to serve on the Board of Managers of Peak Servicing, LLC: (i) the Business Committee Chairman; (ii) Ben Ray; (iii) Aleah Lerma; and (iv) Brent McFarland; and

**BE IT FURTHER RESOLVED,** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby acknowledges that Kraken Holdings has identified, and hereby ratifies the appointment of, the following persons to serve as Kraken Board Members commencing on June 1: (i) Andrew Dunn, (ii) Steve Letak, (iii) Steve Smith, and (iv) Josh Bickerstaff;

BE IT FURTHER RESOLVED, that until June 1, only the members of the Board appointed by the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria above shall serve on the Board and the remaining four positions shall remain vacant; and

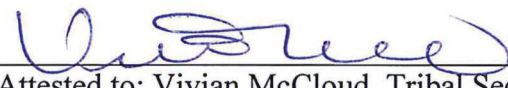
**BE IT FINALLY RESOLVED** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby authorizes and directs the Chairman of the Tribe or his designee to take all further actions as may be necessary or appropriate to duly implement the provisions of this Resolution and the attachments.

### CERTIFICATION

The signatures below certify that the above resolution was adopted at a duly called meeting, at which quorum was established on May 28, 2020, by a vote of 4 FOR, 0 OPPOSED, and 0 Abstaining.

  
Philip Gomez, Tribal Chairman

5-28-2020  
Date

  
Attested to: Vivian McCloud, Tribal Secretary

5/28/2020  
Date